



Green Impact Partners

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
As At and For the Three and Six Months Ended June 30, 2024 and 2023
(UNAUDITED)

August 22, 2024



GREEN IMPACT PARTNERS INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited)

(Thousands of Canadian dollars)

	Note	June 30, 2024	December 31, 2023
ASSETS			
Current Assets			
Cash and cash equivalents		13,592	1,615
Accounts receivable	4	15,154	13,660
Inventory		436	857
Other current assets	5	3,927	4,927
Total Current Assets		33,109	21,059
Property, plant and equipment	6	137,466	136,655
Investment in joint venture	7	8,511	26,182
Long-term investments		2,702	2,709
Intangible assets		1,411	1,461
Deferred income tax assets		328	446
Total Assets		183,527	188,512
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities		18,906	19,214
Current portion of long-term debt	8	372	269
Other current liabilities	9,14	12,307	8,583
Total Current Liabilities		31,585	28,066
Long-term debt	8	28,664	28,945
Other long-term liabilities		2,060	2,001
Asset retirement obligation		8,280	8,868
Deferred income tax liabilities		4,230	3,761
Total Liabilities		74,819	71,641
Shareholders' Equity			
Share capital	10	119,788	118,211
Contributed surplus		6,233	6,062
Accumulated other comprehensive income		1,347	389
Retained earnings (deficit)		(32,285)	(21,480)
Total Shareholders' Equity		95,083	103,182
Non-controlling interests		13,625	13,689
Total Shareholders' Equity and Non-Controlling Interest		108,708	116,871
Total Liabilities and Shareholders' Equity		183,527	188,512

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Approved by the Board of Directors of Green Impact Partners Inc.

(signed) "Geeta Sankappanavar"
GEETA SANKAPPAVAR, DIRECTOR

(signed) "Jesse Douglas"
JESSE DOUGLAS, DIRECTOR and CEO



GREEN IMPACT PARTNERS INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

FOR THE THREE AND SIX MONTHS ENDED JUNE 30,

(Unaudited)

(Thousands of Canadian dollars)

	Note	Three Months Ended		Six Months Ended	
		2024	2023	2024	2023
Revenue	16	41,139	39,132	74,461	77,630
Direct costs	16	38,215	37,331	70,231	74,712
Gross Margin		2,924	1,801	4,230	2,918
Operating Expenses					
Depreciation and amortization	6	1,519	1,267	3,007	2,532
Salaries and wages		1,108	547	2,139	1,353
Selling, general and administration		967	1,330	1,967	2,165
		3,594	3,144	7,113	6,050
Loss from Operations		(670)	(1,343)	(2,883)	(3,132)
Non-Operating Expense (Income)					
Finance costs		918	620	1,609	1,230
Unrealized (gain) loss on risk management contracts		-	-	-	(555)
Share-based compensation	12	962	1,230	1,867	2,581
Equity (earnings) loss from joint venture	7	1,173	(585)	2,842	(31)
Gain on sale of interest in subsidiary		-	-	-	(10,142)
Transaction costs	7	1,327	-	1,327	-
Management fee		-	(6,745)	-	(6,745)
Unrealized (gain) loss on foreign exchange		(221)	226	(456)	226
Realized (gain) loss on foreign exchange		82	35	97	38
		4,241	(5,219)	7,286	(13,398)
Income (loss) before income tax		(4,911)	3,876	(10,169)	10,266
Income Tax					
Current tax expense (recovery)		8	(228)	8	2,373
Deferred tax expense (recovery)		605	251	692	(450)
		613	23	700	1,923
Net Income (loss)		(5,524)	3,853	(10,869)	8,343
Net Income (loss) Attributable to:					
Shareholders of the Company		(5,551)	3,838	(10,805)	8,328
Non-controlling interest		27	15	(64)	15
		(5,524)	3,853	(10,869)	8,343
Currency translation adjustment		338	(460)	958	(226)
Comprehensive income (loss)		(5,186)	3,393	(9,911)	8,117
Comprehensive Income (Loss) Attributable to:					
Shareholders of the Company		(5,250)	3,404	(9,925)	8,117
Non-controlling interest		64	(11)	14	-
		(5,186)	3,393	(9,911)	8,117
Net Income (Loss) per Common Share:					
Basic	11	(0.26)	0.19	(0.51)	0.41
Diluted	11	(0.26)	0.18	(0.51)	0.40

The accompanying notes are an integral part of these condensed consolidated interim financial statements.



GREEN IMPACT PARTNERS INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30,

(Unaudited)

(Thousands of Canadian dollars)

	Note	2024	2023
OPERATING ACTIVITIES			
Net income (loss) including non-controlling interest		(10,869)	8,343
Items not affecting cash:			
Depreciation and amortization		3,007	2,532
Deferred income tax expense (recovery)		692	(450)
Share-based compensation	12	1,867	2,581
Unrealized (gain) loss on risk management contracts		-	(555)
Equity (earnings) loss from joint venture	7	2,842	(31)
Gain on sale of interest in subsidiary		-	(10,142)
Unrealized (gain) loss on foreign exchange		(456)	226
Finance costs		1,609	1,230
Funds from (used in) operations		(1,308)	3,734
Asset retirement expenditures		(107)	-
Transaction costs	7	1,327	-
Changes in non-cash operating working capital		914	3,585
Cash from (used in) operations		826	7,319
INVESTING ACTIVITIES			
Additions to property, plant and equipment	6	(3,715)	(13,150)
Acquisition of non-controlling interest		-	(15,222)
Additions to long-term investments		-	(100)
Proceeds from disposal of interest in subsidiary		-	21,471
Distribution from equity investment in joint venture	7	17,778	-
Preferred equity contribution to joint venture	7	(2,053)	-
Transaction costs	7	(1,327)	-
Changes in non-cash investing working capital		(1,295)	(1,979)
Cash from (used in) investing activities		9,388	(8,980)
FINANCING ACTIVITIES			
Proceeds from long-term debt		(472)	(8,886)
Interest on long-term debt		(1,188)	(1,021)
Proceeds from related party option agreement	14	3,450	-
Proceeds from the issuance of equity, net of issuance-costs		-	9,770
Cash costs associated with share-based compensation	10	(119)	(124)
Dividends paid to non-controlling interest		-	(83)
Cash from (used in) financing activities		1,671	(344)
Impact of foreign currency translation on cash		92	104
Increase (decrease) in cash and equivalents		11,977	(1,901)
Cash and cash equivalents, beginning of period		1,615	2,692
Cash and cash equivalents, end of period		13,592	791

The accompanying notes are an integral part of these condensed consolidated interim financial statements.



GREEN IMPACT PARTNERS INC.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED JUNE 30,

(Unaudited)

(Thousands of Canadian dollars)

	Notes	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)	Non-Controlling Interest	Total
At December 31, 2023		118,211	6,062	389	(21,480)	13,689	116,871
Net Income (loss)		-	-	-	(10,805)	(64)	(10,869)
Currency translation adjustment		-	-	958	-	-	958
Share-based compensation	12	-	1,867	-	-	-	1,867
Vesting of share units	12	1,696	(1,696)	-	-	-	-
Settlement of restricted share units, net of tax remittances	10	(119)	-	-	-	-	(119)
At June 30, 2024		119,788	6,233	1,347	(32,285)	13,625	108,708

	Notes	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)	Non-Controlling Interest	Total
At December 31, 2022		107,449	1,903	2,097	(7,582)	13,803	117,670
Net Income (loss)		-	-	-	8,328	15	8,343
Purchase of non-controlling interest		-	-	-	(15,222)	-	(15,222)
Reclassification on sale of interest in subsidiary		-	-	(1,506)	-	-	(1,506)
Currency translation adjustment		-	-	(225)	-	-	(225)
Share-based compensation	12	-	2,581	-	-	-	2,581
Vesting of share units		520	(520)	-	-	-	-
Issuance of shares		10,000	-	-	-	-	10,000
Share issue costs, net of tax		(122)	-	-	-	-	(122)
Settlement of restricted share units, net of tax remittances		(124)	-	-	-	-	(124)
Dividends paid to non-controlling interest		-	-	-	-	(83)	(83)
At June 30, 2023		117,723	3,964	366	(14,476)	13,735	121,312

The accompanying notes are an integral part of these condensed consolidated interim financial statements.



GREEN IMPACT PARTNERS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

AS AT AND FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

(Unaudited)

(All tabular amounts presented in thousands of Canadian dollars except share amounts)

1. DESCRIPTION OF THE BUSINESS

Green Impact Partners Inc. (“GIP” or the “Company”) was incorporated on May 2, 2011, under the British Columbia Business Corporations Act. The Company’s common shares are traded on the TSX Venture Exchange under the symbol “GIP”. The Company’s registered address is 666 Burrard St. #2500, Vancouver, British Columbia, V6C 2X8.

The Company is focused on acquiring, developing, building and operating renewable natural gas (“RNG”) and clean bio-energy projects, and participates in a wide range of low-carbon opportunities during all stages of the project lifecycle (“Clean Energy Production”). In addition to its core focus, GIP has an infrastructure network located throughout western Canada and the United States that includes wastewater, hydrocarbon processing, disposal facilities, industrial landfill, recycling facilities, oil and water gathering pipelines, and oil terminals (“Water and Solids Recycling and Energy Product Optimization”).

2. BASIS OF PRESENTATION

a) Statement of Compliance

These condensed consolidated interim financial statements (the “financial statements”) have been prepared by management using accounting policies consistent with International Financial Reporting Standards (“IFRS”) and in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. The financial statements do not include all the information required for full annual statements and should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended December 31, 2023, and 2022.

These financial statements were approved by the Company’s Board of Directors on August 22, 2024.

b) Basis of Measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments, which have been measured at fair value. All values are rounded to the nearest thousand dollar, except where otherwise indicated.

These financial statements are presented in Canadian dollars which is the presentation currency of the Company and its subsidiaries. The functional currency of the Company and its subsidiaries is Canadian dollars except for three subsidiaries which have a functional currency of US dollars.

The material accounting policies and significant accounting judgments, estimates, and assumptions used in these unaudited financial statements are consistent with those described in Notes 3, 4 and 5 of the Company’s audited consolidated financial statements for the years ended December 31, 2023, and 2022.

3. SIGNIFICANT ESTIMATES AND JUDGMENTS

The timely preparation of the Company’s financial statements requires management to make judgments, estimates and assumptions that affect the reported assets, liabilities, revenues, expenses, gains, losses, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The estimates and underlying assumptions are reviewed by management on an ongoing basis, with any adjustments recognized in the period in which the estimate is revised.



GREEN IMPACT PARTNERS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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(Unaudited)

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The key estimates and judgments concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities include those related to the determination of cash generating units, depreciation and amortization, recoverability of assets, asset retirement obligations and accretion, other provisions and contingent liabilities, inventories, deferred income taxes, provision for expected credit losses, fair value of financial instruments, purchase price equations, and net investments in foreign subsidiaries. Readers are cautioned that the preceding list is not exhaustive and other items may also be affected by estimates and judgments.

4. ACCOUNTS RECEIVABLE

The composition of accounts receivable is as follows:

	June 30, 2024	December 31, 2023
Trade receivables	14,772	12,896
Other receivables	382	764
	15,154	13,660
Aged trade receivables		
Current (<30 days)	13,094	11,569
31-60 days	636	348
61-90 days	238	137
>90 days	804	842
	14,772	12,896

5. OTHER CURRENT ASSETS

The composition of other current assets is as follows:

	June 30, 2024	December 31, 2023
Prepaid expenses	1,212	1,440
Deferred transaction costs ⁽¹⁾	2,401	3,173
Short-term promissory note	314	314
	3,927	4,927

⁽¹⁾ The deferred financing costs are deferred until the closing of the sale of an equity interest in the Future Energy Park.

6. PROPERTY, PLANT AND EQUIPMENT

Net Book Value	General Plant & Processing Equipment	Assets Under Construction	Total Property, Plant & Equipment
Balance, December 31, 2023	57,838	78,817	136,655
Additions, including non-cash right of use assets	195	3,712	3,907
Changes in asset retirement obligation asset	(625)	-	(625)
Depreciation	(2,809)	-	(2,809)
Capitalization of borrowing costs	-	57	57
Impact of foreign currency translation	63	218	281
Balance, June 30, 2024	54,662	82,804	137,466

At June 30, 2024 there were no indicators of impairment of PP&E.



GREEN IMPACT PARTNERS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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(Unaudited)

(All tabular amounts presented in thousands of Canadian dollars except share amounts)

Assets under construction

Assets under construction consist of PP&E for projects that are in the development phase and/or under construction. None of these projects were in operation as at June 30, 2024, and therefore no depreciation has been recorded to date.

The Company's major bioethanol and RNG project within assets under construction is the Future Energy Park. The Company also has made investments in other earlier stage RNG projects in British Columbia, southern Alberta, Iowa and California. The following is a summary of amounts recorded in assets under construction by major project for the six months ended June 30, 2024:

	Future Energy Park	Other RNG Projects	Total Assets under Construction
Balance, December 31, 2023	62,760	16,057	78,817
Additions	3,223	489	3,712
Capitalization of borrowing costs	57	-	57
Foreign currency translation	-	218	218
Balance, June 30, 2024	66,040	16,764	82,804

At June 30, 2024 there were no indicators of impairment of assets under construction.

7. INVESTMENT IN JOINT VENTURE

At June 30, 2024, the Company has a 50% joint venture interest in the GreenGas Colorado RNG project (the "Colorado JV").

On June 27, 2024, the Colorado JV closed the Purchase and Sale Agreement ("PSA") for its Investment Tax Credits ("ITCs") for total sales proceeds of \$28.9 million (US \$21.1 million). GIP has received \$17.4 million (US\$12.7 million) in net cash proceeds, following the replenishment of the debt service reserve account for the Colorado JV. The Company, under the Limited Liability Company Agreement ("LLCA") of the Colorado JV, made a preferred capital contribution of \$2.1 million (US \$1.5 million) to the Colorado JV. Under the LLCA, these two transactions were both non-dilutive to the ownership structure, therefore GIP did not acquire/sell any shares in the transaction and the Company's ownership remains at 50%.

As part of the ITC transaction, the Company incurred \$1.3 million of transaction costs that were not attributable to the Colorado JV and are therefore presented on the Statement of Income (Loss) and Comprehensive Income (Loss).

The following is a summary of changes in investment in joint venture for the six months ended June 30, 2024:

Balance, December 31, 2023	26,182
Company's portion of loss from operations	(2,842)
Distribution from equity investment in joint venture	(17,778)
Preferred equity contribution to joint venture	2,053
Currency translation adjustment	896
Balance, June 30, 2024	8,511



GREEN IMPACT PARTNERS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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(Unaudited)

(All tabular amounts presented in thousands of Canadian dollars except share amounts)

The tables below provide summarized financial information (presented at 100%) for the joint venture:

Statement of Financial Position	June 30, 2024	December 31, 2023
Current assets ⁽¹⁾	16,165	8,642
Non-current assets	70,072	93,686
Current liabilities	(11,016)	(6,154)
Non-current liabilities	(42,123)	(43,811)

(1) At June 30, 2024, the Company had accounts receivable of \$0.1 million due from the Colorado JV.

During the six-month period ended June 30, 2024, the Colorado JV earned \$25.6 million (US \$18.7 million) in investment tax credits, net of transaction costs, relating to the construction of the GreenGas Colorado facilities. The property, plant and equipment, included in non-current assets, is recorded net of investment tax credits received.

The following table presents the result of operations of the Colorado JV for the three and six months ended June 30, 2024:

Net Income (loss) and Comprehensive Income (loss)	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Revenue	1,883	-	1,883	-
Cost of sales	(2,146)	-	(4,196)	-
Operating expenses	(1,056)	-	(2,093)	-
Non-operating (expenses) income	(1,026)	1,169	(1,278)	62
Net Income (loss)	(2,345)	1,169	(5,684)	62
GIP' ownership %	50%	50%	50%	50%
Equity earnings (loss) from joint venture	(1,173)	585	(2,842)	31

Cost of sales includes \$0.3 million (\$nil – 2023) in related party transactions for the Company's billback of employee salaries and expenses charged to the Colorado JV for work relating to the operations of the Colorado JV for the six months ended June 30, 2024. The billbacks are done at cost, with no mark-up.

8. LONG TERM DEBT

	US \$ Denominated		Canadian \$ Amount	
	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Corporate credit facility	n/a	n/a	28,225	28,515
Other term debt	14	36	19	47
Lease liabilities	18	39	807	686
	32	75	29,051	29,248
Deferred financing costs	-	-	(15)	(34)
Total long-term debt	32	75	29,036	29,214
Current portion			372	269
Long-term portion			28,664	28,945
Total long-term debt			29,036	29,214



GREEN IMPACT PARTNERS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

AS AT AND FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

(Unaudited)

(All tabular amounts presented in thousands of Canadian dollars except share amounts)

Corporate credit facility

On January 11, 2022, the Company entered into a \$30 million two-year committed, revolving credit facility (the "Facility") with a Canadian Schedule 1 bank to be used for general corporate purposes. The Facility is secured by a fixed and floating charge on all the assets of the Company with specific exclusions for the Colorado JV, Future Energy Development Corp. and its US solids recycling business. Borrowings under the Facility bear interest at Canadian bank prime or US base rate, plus an applicable margin. The margins range from 75 basis points ("bps") to 175 bps depending on the Company's debt to tangible net worth as calculated on an annual basis. The undrawn portion of the Facility is subject to a standby fee in the range of 15 bps to 45 bps. The Facility also provides for the issuance of letters of credit with an interest rate ranging from 225 bps to 325 bps.

In December 2022, the \$30 million credit facility was renewed for another two-year committed period with a due date of July 31, 2025. The pricing grid remains unchanged from that described above, however, the financial covenants were amended to the following (all capitalized terms are as described in the Credit Agreement governing the Facility"):

- i. The Debt to Tangible Net Worth Ratio shall at all times be less than 3.00:1.00;
- ii. The Tangible Net Worth Shall at the end of each fiscal year be not less than \$81.8 million; and
- iii. Cash Flow Coverage Ratio shall, as at the end of each fiscal year, be greater than 1.25:1.00, as determined pursuant to the internally prepared condensed consolidated interim financial statements of the Company's main operating subsidiary.

At June 30, 2024, the Company was in compliance with all debt covenants associated with the Facility.

9. OTHER CURRENT LIABILITIES

	June 30, 2024	December 31, 2023
Other current liabilities	8,598	8,583
Related party option agreement ⁽¹⁾	3,709	-
Total other current liabilities	12,307	8,583

(1) refer to note 14 "related party transactions" for more information.

10. SHAREHOLDERS EQUITY

Authorized Share Capital

Unlimited Class A Voting Common Shares

	Number of shares (#)	\$ Amount (000's)
Balance, December 31, 2023	21,400,018	118,211
Vesting of share units	-	1,696
Settlement of restricted share units, net of tax remittances	63,876	(119)
Balance, June 30, 2024	21,463,894	119,788

Acquisition of Shares

The Company purchases and reserves its shares for the purpose of, inter alia, issuing shares to officers, directors and employees under the Company's Performance Share Unit Plan. At June 30, 2024, the Company is holding on reserve 695,833 treasury shares (December 31, 2023 – 807,961) for future transfer to Share Unit Holders.



GREEN IMPACT PARTNERS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

AS AT AND FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

(Unaudited)

(All tabular amounts presented in thousands of Canadian dollars except share amounts)

11. NET INCOME (LOSS) PER SHARE

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Net income (loss) ('000s)	(5,524)	3,853	(10,869)	8,343
Weighted average number of shares Outstanding:				
Basic	21,431,605	20,354,950	21,415,461	20,327,629
Diluted	21,431,605	20,925,510	21,415,461	20,898,189
Net income (loss) per share:				
Basic	(0.26)	0.19	(0.51)	0.41
Diluted	(0.26)	0.18	(0.51)	0.40

Basic earnings per share is calculated by dividing the net earnings for the period by the weighted average number of common shares outstanding during the period.

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive common shares related to the Company's share-based compensation plans. The number of shares included is computed using the treasury stock method. As these awards can be exchanged for common shares of the Company, they are considered potentially dilutive and are included in the calculation of the Company's diluted net earnings per share if they have a dilutive impact in the period. In the case of a net loss, the dilutive effect of share-based options and warrants is excluded from the calculation of diluted per-share amounts because they are anti-dilutive for the periods presented.

12. SHARE-BASED COMPENSATION

Share Unit Plan

The Company has two Share Unit Plans that it utilizes to provide long-term incentive compensation to employees:

Restricted Share Units ("RSU")
Performance Share Units ("PSU")

In both plans, the unit awards represent a fixed amount of share awards that vest evenly over a period of three years. Upon vesting of the RSUs, at the option of the Company, the plan participant receives either a cash payment based on the fair value of the underlying share awards plus all dividends accrued since the grant date or an equivalent number of GIP common shares less applicable tax withholdings. The Company currently intends to settle all RSU awards with GIP common shares issued from treasury. Upon vesting of the PSUs, the plan participant receives an equivalent number of GIP common shares less applicable tax withholdings. The Company currently intends to settle all PSU awards with GIP shares acquired and reserved by the Company. Share units are settled and retired upon vesting on each of the three-year anniversaries from grant date.

The changes in both outstanding RSUs and PSUs for the six months ended June 30, 2024, are summarized in the table below:



GREEN IMPACT PARTNERS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

AS AT AND FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

(Unaudited)

(All tabular amounts presented in thousands of Canadian dollars except share amounts)

Restricted Share Units	Share Unit (#)
Balance, December 31 2023	275,325
Granted	-
Vested and settled	(77,887)
Forfeited	(2,410)
Balance, June 30, 2024	195,028

Performance Share Units	Share Unit (#)
Balance, December 31 2023	839,576
Granted	-
Vested and settled	(135,250)
Forfeited	(28,279)
Balance, June 30, 2024	676,047

The grant date fair value of each RSU and PSU granted for the period was based on the closing trading price on the date preceding the date of grant. This fair value will be recognized as share-based compensation expense on the consolidated statement of income (loss) and comprehensive income (loss) on a straight-line basis over the three-year vesting period. The Company recognized share-based compensation expense of \$0.5 million in aggregate for both Share Unit Plans for the three months ended June 30, 2024 (June 30, 2023 - \$0.8 million), and \$1.0 million for the six months ended June 30, 2024 (June 30, 2023 - \$1.7 million). The total remaining fair value of all outstanding RSUs and PSUs to be recognized as share-based compensation expense in future periods is \$1.8 million.

Stock Option Plan

The changes in Stock Options outstanding at June 30, 2024, including new grants and forfeitures, are summarized below:

Stock Options	Options Granted (#)	Weighted Average Exercise Price (\$)	Remaining Term (years)
Balance, December 31, 2023	1,542,563	7.34	6.58
Granted	-	-	-
Exercised	-	-	-
Forfeited	(85,593)	8.75	6.53
Balance, June 30, 2024	1,456,970	7.26	6.06
Exercisable, June 30, 2024	-	-	-

The grant date fair value will be recognized as share-based compensation expense on the consolidated statement of income (loss) and comprehensive income (loss) on a straight-line basis over the three-year period leading up to the cliff vesting date. The Company recognized share-based compensation expense of \$0.4 million relating to the Share Option Plan for the three months ended June 30, 2024 (June 30, 2023 - \$0.5 million), and \$0.8 million for the six months ended June 30, 2024 (June 30, 2023 - \$0.9 million). The total remaining fair value of all outstanding stocks options to be recognized in future periods is \$1.8 million.



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13. FINANCIAL MANAGEMENT

a) Liquidity risk and capital management

The following are undiscounted contractual maturities of financial liabilities, including estimated interest as at June 30, 2024:

	Total	< 1 Year	1-3 Years	4-5 Years	After 5 Years
AP and accrued liabilities	18,906	18,906	-	-	-
Other current liabilities	12,307	12,307	-	-	-
Long-term debt	29,036	372	28,664	-	-
Other long-term liabilities	2,060	-	2,060	-	-
Lease liabilities	880	437	407	36	-
Total financial liabilities	63,189	32,022	31,131	36	-

The Company's objectives when managing capital are to: (i) monitor forecasted and actual cash flows from operating, financing and investing activities; (ii) ensure the Company has the financial capacity to execute on its strategy to increase market share through organic growth or strategic acquisitions; (iii) maintain financial flexibility to meet financial commitments and maintain the confidence of shareholders, creditors and the market; and (iv) optimize the use of capital to provide an appropriate return on investment to shareholders. The Company's corporate credit facility has a maturity date of July 31, 2025 (see note 8). There can be no assurances the corporate credit facility will be extended beyond the July 31, 2025 maturity date.

The Company's overall capital management strategy remained unchanged from prior periods. The Company has established criteria for sound financial management and manages the capital structure based on current economic conditions, risk characteristics of underlying assets and planned capital and liquidity requirements. Total capitalization is maintained or adjusted by drawing on existing credit facilities, issuing new debt and through the disposal of underperforming assets, when required. Management considers the Company's current assets less current liabilities, long-term debt and shareholders' equity as the components of capital to be managed.

b) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in interest rates. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities, including entering into interest rate swaps to fix floating interest rate exposure. The Company is exposed to interest rate risk primarily through short-term and long-term borrowings with floating interest rates. Other borrowings have fixed interest rates and would only be subject to interest rate fluctuations as refinancing is required.

14. RELATED PARTY TRANSACTIONS

Option Agreement

On March 7, 2024, the Company entered into an agreement (the "Option Agreement") with various directors of the Company (the "Optionees"), wherein the Optionees agreed to fund an amount of up to \$6.0 million to GIP, available in tranches, at GIP's sole discretion, to provide additional liquidity to GIP.



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On April 28, 2023, the Company entered into an amendment to the Option Agreement whereby one of the Optionees has agreed to fund to the Company an additional \$4.0 million (the "Additional Option").

In exchange, the Company has granted the Optionees an option to purchase certain ITCs that the Company may receive from future renewable natural gas projects (excluding the Colorado JV) (the "Option"). Pursuant to the Option Agreement, the Optionees shall have the right, for a period of five years, to purchase the ITCs from the Company. During the term of the Option Agreement, the Company may, at its sole option, repurchase the Option from the Optionees by paying all amounts previously funded to the Company by the Optionees along with interest accrued at a rate of 1.25% per month and additional commitment fees on the Additional Option of 10% per annum. There are certain circumstances that oblige the Company to repurchase the Option from the Optionees including change in control or financial close on either Iowa RNG or the Future Energy Park.

	June 30, 2024
Proceeds from related party option agreement	3,450
Interest accrued	259
Total (included in other current liabilities - note 9)	3,709

The Option is classified as a financial liability that is measured at fair value through profit and loss upon issuance and at each subsequent reporting period. The fair value of the Option was determined to be nil on June 30, 2024, mainly given the probability of being exercised was determined to be nil.

15. KEY MANAGEMENT PERSONNEL COMPENSATION

Key management personnel are persons who have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management includes all directors and executive officers of the Company. The table below summarizes all key management personnel compensation included in the condensed consolidated interim financial statements for the three and six months ended June 30, 2024 and 2023:

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Short-term compensation ⁽¹⁾	434	289	854	1,790
Share-based compensation ⁽²⁾	-	50	-	3,090
	434	339	854	4,880

(1) Short-term compensation includes annual salaries, management bonuses and employee benefits provided to key management personnel as well as directors' fees. There were no bonuses during the three or six months ended June 30, 2024.

(2) Based on the grant date fair value of the applicable awards. There were no grants for the three or six months ended June 30, 2024.

16. REVENUE AND DIRECT COSTS

GIP's services that generate revenue include water and solids recycling management, disposal services and energy product optimization services.

The Company's revenue generated from the water and solids recycling management and disposal services division includes wastewater processing and disposal, custom treating, as well as domestic and industrial solids waste handling, recycling and disposal.

All of these services are provided on a fee for service basis and normally on a per unit basis but in some cases at a flat rate or hourly basis. Method of charge and rates vary based on type of product, type of



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service and location. The Company operates eight facilities throughout western Canada and one in the United States that provide these services.

Revenue and gross profit from the Company's energy product optimization services is generated through the sale of hydrocarbon products, which have been blended with an additive that improves the quality of the finished product that is sold to third parties for a profit.

The blending process is performed at two Company-operated and pipeline connected facilities in western Canada. Third parties transport raw hydrocarbon volumes into the Company's facilities for transportation to market. Once accepted at the facilities, the Company takes custody of these third-party volumes while they are processed and blended. As a result, the Company is required to record these third-party volumes received as direct costs. Therefore, energy product optimization direct costs represent the cost of the raw hydrocarbons that the Company takes custody of, transportation tariffs and the costs of the blending product.

Revenue, Direct Costs and Gross Profit	Energy Product Optimization	Fee for Service	Total
Three Months Ended June 30, 2024			
Revenue	35,875	5,264	41,139
Direct Costs	34,277	3,938	38,215
Gross Profit	1,598	1,326	2,924
Three Months Ended June 30, 2023			
Revenue	33,841	5,291	39,132
Direct Costs	32,745	4,586	37,331
Gross Profit	1,096	705	1,801

Revenue, Direct Costs and Gross Profit	Energy Product Optimization	Fee for Service	Total
Six Months Ended June 30, 2024			
Revenue	64,800	9,661	74,461
Direct Costs	61,679	8,552	70,231
Gross Profit	3,121	1,109	4,230
Six Months Ended June 30, 2023			
Revenue	68,139	9,491	77,630
Direct Costs	65,889	8,823	74,712
Gross Profit	2,250	668	2,918

For the three months ended June 30, 2024, the Company had three customers that comprised greater than 10% of revenue which were 43%, 17%, 16%, respectively (June 30 2023 – three customers comprised greater than 10% of revenue which were 29%, 19%, 14% respectively). These revenues related to the energy product optimization segment. The entire balance of any accounts receivable owing from these customers was collected subsequent to June 30, 2024.

For the six months ended June 30, 2024, the Company had three customers that comprised greater than 10% of revenue which were 41%, 18%, 13%, respectively (June 30 2023 – three customers comprised greater than 10% of revenue which were 29%, 19%, 14% respectively). These revenues related to the



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energy product optimization segment. The entire balance of any accounts receivable owing from these customers was collected subsequent to June 30, 2024.

Direct Costs	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Energy product optimization	34,277	32,745	61,679	65,889
Fuel, chemicals, supplies, materials	80	135	180	258
Utilities	267	425	705	1,094
Repairs & maintenance	262	251	1,176	441
Operational personnel costs	705	718	1,440	1,431
Treatment & disposal costs	99	655	259	955
Other direct costs	2,525	2,402	4,792	4,644
Total Direct Costs	38,215	37,331	70,231	74,712

17. SEGMENT REPORTING

The Company currently operates as a water, solids and hydrocarbon treatment, and recycling service provider and a clean energy producer, which forms its two reporting segments – Water & Solids Recycling & Energy Product Optimization and Clean Energy Production. The Water & Solids Recycling & Energy Product Optimization segment consists of water, waste and solids disposal and recycling services (fee for service revenue) as well as oil blending, transportation and marketing operations (energy product optimization revenue). The breakdown of these two main sources of revenue is presented in the Revenue and Direct Cost note of these interim financial statements. The Water & Solids Recycling & Energy Product Optimization segment customer base spans a range of industries including agriculture, forestry, government, midstream companies, public infrastructure, oil and gas production companies, potash and utilities. The Clean Energy Production segment is currently comprised of multiple pre-production renewable energy projects. Given that all energy projects are pre-production, no revenue and operating expenses have been realized or incurred. Only construction and initial development investments have been made to date and as such the segment is reported below for the Clean Energy Production Segment. The renewable energy projects range from various forms of RNG, hydrogen to biofuel production.

Below is information for the Company's operating segments for the three and six months ended June 30, 2024 and 2023:

As at June 30, 2024	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Property, plant and equipment	65,049	72,089	328	137,466
Total assets	100,627	72,175	10,725	183,527
Total liabilities	17,832	17,324	39,663	74,819



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As at June 30, 2023	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Property, plant and equipment	70,141	57,566	-	127,707
Total assets	98,600	67,438	18,215	184,253
Total liabilities	22,410	22,899	17,632	62,941

Three Months Ended June 30, 2024	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Revenue	41,139	-	-	41,139
Depreciation and amortization	(1,458)	-	(61)	(1,519)
Other operating (expense)	(38,503)	(294)	(1,493)	(40,290)
Non-operating (expense) income	46	(1,919)	(2,368)	(4,241)
Earnings (Loss) before tax	1,224	(2,213)	(3,922)	(4,911)

Six Months Ended June 30, 2024	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Revenue	74,461	-	-	74,461
Depreciation and amortization	(2,918)	-	(89)	(3,007)
Other operating (expense)	(70,831)	(528)	(2,978)	(74,337)
Non-operating (expense) income	273	(3,566)	(3,993)	(7,286)
Earnings (Loss) before tax	985	(4,094)	(7,060)	(10,169)

Three Months Ended June 30, 2023	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Revenue	39,132	-	-	39,132
Depreciation and amortization	(1,261)	-	(6)	(1,267)
Other operating (expense)	(37,600)	(21)	(1,587)	(39,208)
Non-operating (expense) income	(2)	6,906	(1,685)	5,219
Earnings (Loss) before tax	269	6,885	(3,278)	3,876



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Six Months Ended June 30, 2023	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Revenue	77,630	-	-	77,630
Depreciation and amortization	(2,519)	-	(13)	(2,532)
Other operating (expense)	(75,229)	(73)	(2,928)	(78,230)
Non-operating (expense) income	474	16,452	(3,528)	13,398
Earnings (Loss) before tax	356	16,379	(6,469)	10,266

18. SUBSEQUENT EVENTS

Performance Unit Grant

On July 2, 2024, the Company issued a company-wide grant of performance units valued at \$1.8 million, which are settled in cash and/or shares of the Company purchased on the secondary market and vest evenly on each of the three-year anniversaries from grant date.

On July 30, 2024, the Company issued a grant of performance units valued at \$0.3 million to board members for semi-annual board remuneration, which are settled in cash and/or shares of the Company purchased on the secondary market and vest evenly on each of the three-year anniversaries from grant date.